

15,00

# Union Pacific Corporation



Jack E. Jerrett  
Senior Corporate Attorney

RECORDATION NO. 16744-C FILED 1425

JUL 6 1990 -10 40 AM

July 5, 1990

INTERSTATE COMMERCE COMMISSION

VIA AIRBORNE

0-187A011

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Ave., N.W.  
Washington, DC 20423

Re: Union Pacific Locomotive Lease Agreement

Dear Madam:

I enclose for filing and recording under Section 11303 of Title 49 of the United States Code, three executed original counterparts of a Third Amendment to Locomotive Lease Agreement, dated as of June 27, 1990 (the "Third Amendment"), between Union Pacific Railroad Company (the "Company") and General Electric Company ("GE"), covering the lease by GE to the Company of fifty (50) Dash 8-40C diesel electric locomotives. The primary document to which this is connected is a Locomotive Lease Agreement, dated as of December 29, 1989 and assigned Recordation No. 16744.

The names and addresses of the parties to the enclosed Third Amendment are:

LESSOR: General Electric Company  
2901 East Lake Road, 14-5  
Erie, PA 16531

LESSEE: Union Pacific Railroad  
Company  
1416 Dodge Street  
Omaha, Nebraska 68179

JUL 6 10 37 AM '90  
MOTOR OPERATING UNIT

At the time of delivery and thereafter until the Lessee has fully performed its obligations under the Locomotive Lease Agreement, as amended, each locomotive covered thereby will bear the marking:

"Ownership Subject to a Security Agreement  
Filed with the Interstate Commerce Commission."

After these documents are filed and recorded, kindly return two of the enclosed counterparts to me.

I also enclose a check to the order of the Interstate Commerce Commission in the amount of \$15.00 to cover the fee associated with the filing and recordation of the Third Amendment.

Please acknowledge your receipt of this letter by stamping and returning to the undersigned the enclosed copy of this letter in the enclosed stamped, self-addressed envelope.

Very truly yours,

*Jack E. Gerrett*  
nr

JEJ:ccm  
Enclosures

cc: John B. Larsen

THIRD AMENDMENT TO  
LOCOMOTIVE LEASE AGREEMENT

RECORDATION NO. 16744-C FILED 1425  
JUL 6 1990 - 10 40 AM  
INTERSTATE COMMERCE COMMISSION

This Third Amendment to Locomotive Lease Agreement (the "Third Amendment") is made as of the 27th day of June, 1990 between Union Pacific Railroad Company, a Utah corporation (the "Lessee"), and General Electric Company, a New York corporation (the "Lessor").

WHEREAS, pursuant to a Locomotive Lease Agreement, dated December 29, 1989 (the "Lease Agreement"), Lessee has leased from the Lessor fifty (50) Dash 8-40C diesel electric locomotives (the "Locomotives"); and

WHEREAS, pursuant to the Union Pacific Railroad Multi-Year Locomotive Proposal, dated July 8, 1988, as amended by the Purchase Agreement, dated December 29, 1989, between the Lessee and Lessor, the Lessee agreed to purchase and the Lessor agreed to sell the Locomotives upon the termination of the Lease Agreement; and

WHEREAS, pursuant to the Amendment to Locomotive Lease Agreement, dated as of March 27, 1990 (the "First Amendment"), the term of the Lease Agreement was extended to April 30, 1990 and the Lessee paid Lessor a deposit as security for payment of the final invoiced cost of the Locomotives; and

WHEREAS, pursuant to the Second Amendment to Locomotive Lease Agreement, dated as of April 27, 1990 (the "Second Amendment"), the term of the Lease Agreement was extended to June 29, 1990.

NOW THEREFORE, in consideration of the mutual promises herein contained, the parties hereto agree as follows:

1. The term of the Lease Agreement is hereby extended to September 28, 1990.

2. Lessor shall retain the security deposit previously paid by Lessee pursuant to the terms of the First Amendment.

3. Except as amended hereby and by the First Amendment and the Second Amendment, the Lease Agreement shall continue in full force and effect and shall be binding upon the parties hereto.

4. This Third Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Third Amendment to be duly executed and delivered by their authorized officers as of the date first above written.

GENERAL ELECTRIC COMPANY

By: JR Malone

Title: Mgr. Locomotive Mnt, & Sales

ATTEST:

M. B. Bingham  
Title: Attesty Secy

UNION PACIFIC RAILROAD COMPANY

By: John D. Darse

Title: Assistant Treasurer

ATTEST:

F. Whitaker  
Title: Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA )  
COUNTY OF Erie ) SS:

On the 27<sup>th</sup> day of June, 1990, before me personally appeared John Robert Malone, to me personally known, who being by me duly sworn, says that he is Manager North American Locomotive Marketing and Sales of GENERAL ELECTRIC COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of such corporation, that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Betty A. Maw  
Notary Public  
BETTY A. MAW, CO., Notary Public  
LAWRENCE PARK TWP. ERIE COUNTY  
MY COMMISSION EXPIRES JAN 14, 1991  
Member, Pennsylvania Association of Notaries

COMMONWEALTH OF PENNSYLVANIA )  
COUNTY OF LEHIGH ) SS:

On the 27<sup>th</sup> day of June, 1990, before me personally appeared John B. Larsen, to me personally known, who being by me duly sworn, says that he is Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of such corporation, that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Kathleen F. Owens  
Notary Public  
Notarial Seal  
Kathleen F. Owens, Notary Public  
Bethlehem, Northampton County  
My Commission Expires Oct 19, 1992  
Member, Pennsylvania Association of Notaries

# Interstate Commerce Commission

Washington, D.C. 20423

7/6/90


OFFICE OF THE SECRETARY

Jack E. Jerrett  
Senior Corporate Atty.  
Union Pacific Corporation  
Martin Tower  
Eight and Eaton Avenues  
Bethlehem, PA. 18018

Dear      Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/6/90 at 10:40AM, and assigned recordation number(s). 16744-C

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)